

Third Base Prospectus Supplement dated June 20, 2022 to the Base Prospectus dated March 15, 2022



Stellantis N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands and registered with the Dutch chamber of commerce (*Kamer van Koophandel*) under number 60372958)

*as Issuer and as Guarantor, in respect of Notes issued by
Fiat Chrysler Finance Europe société en nom collectif
and*

Fiat Chrysler Finance Europe

société en nom collectif

(Existing as a general partnership under the laws of the Grand-Duchy of Luxembourg, having its registered office at 412F, Route d'Esch, L-2086 Luxembourg, Grand Duchy of Luxembourg and registered with Luxembourg Register of Commerce and Companies

(*Registre de Commerce et des Sociétés de Luxembourg*) under number B-59500 and, as the context requires, acting through its Dutch branch at Taurusavenue 1, 2132 LS Hoofddorp, Netherlands (the "**Dutch Branch**")
as Issuer

€30,000,000,000

Euro Medium Term Note Programme

This third base prospectus supplement (the "**Supplement**") is supplemental to and should be read in conjunction with the base prospectus dated March 15, 2022, the first base prospectus supplement dated March 23, 2022 and the second base prospectus supplement dated May 24, 2022 (together, the "**Base Prospectus**") in relation to the €30,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Stellantis N.V. ("**Stellantis**") and Fiat Chrysler Finance Europe *société en nom collectif* ("**FCFE**") (each an "**Issuer**" and together the "**Issuers**"). The payments of all amounts due in respect of Notes issued by FCFE will be unconditionally and irrevocably guaranteed by Stellantis (in such capacity, the "**Guarantor**"). This Supplement constitutes a base prospectus supplement for the purposes of Article 23 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and is prepared in connection with the Programme. This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the relevant Issuer or the Guarantor nor as an endorsement of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Stellantis, in its capacity as an Issuer, accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE. To the best of the knowledge of Stellantis, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

Stellantis, in its capacity as a Guarantor, accepts responsibility only for the information contained in this document relating to itself and to the Guarantee. To the best of the knowledge of the Guarantor, the information contained in

those parts of this document relating to itself and to the Guarantee is in accordance with the facts and does not omit anything likely to affect the importance of such information.

FCFE accepts responsibility for the information contained in this document, with the exception of any information in respect of Stellantis when the latter is acting as an Issuer. To the best of the knowledge of FCFE, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

Purpose of this Supplement

This Supplement constitutes a supplement to the Base Prospectus pursuant to Article 23 of the Prospectus Regulation for the purpose of updating the section “Stellantis – Credit Rating” and the section “Stellantis – Recent Development” in the Base Prospectus to reflect various recent developments.



Update to Stellantis

In connection with the withdrawal of the Company from the solicited DBRS rating, the subsection entitled “Credit Rating” in the section entitled “Stellantis” on page 125 of the Base Prospectus shall be deleted in its entirety and replaced as follows:

“The Company is currently rated with the following corporate credit ratings:

- Baa3 with a positive outlook from Moody’s Deutschland GmbH (“**Moody’s**”);
- BBB with a stable outlook from S&P Global Ratings Europe Limited (“**Standard & Poor’s**”); and
- BBB- with a positive outlook from Fitch Ratings Ltd (“**Fitch**”).”

The following information shall be added to the subsection entitled “Recent Development” in the section entitled “Stellantis” starting on page 125 of the Base Prospectus:

“FCA US LLC reaches agreement with U.S. attorney’s office to resolve diesel emissions investigation

FCA US LLC has agreed to a settlement that resolves a U.S. Department of Justice criminal investigation involving approximately 101,482 vehicles from model-years 2014 to 2016 equipped with second-generation EcoDiesel V-6 engines. The agreement, which is subject to U.S. federal court approval, includes a guilty plea, a fine of U.S.\$96.1 million, and the forfeiture of U.S.\$203.6 million in gains derived from the conduct. Consumer claims related to the subject vehicles have already been resolved, and no additional recalls are required. As described in Note 26 “*Guarantees granted, commitments and contingent liabilities*” within the Stellantis 2021 Consolidated Financial Statements, approximately €266 million (U.S.\$301 million) was previously accrued related to this matter, which is sufficient to cover the forfeiture and penalty imposed by the plea agreement.”

The subsection entitled “Litigation” in the section entitled “General Information” on page 147 of the Base Prospectus shall be deleted in its entirety and replaced as follows:

“Litigation

Except as disclosed under the section entitled “Legal Proceedings” contained in the Stellantis 2021 Annual Report, Note 26 “*Guarantees granted, commitments and contingent liabilities*” within the Stellantis 2021 Consolidated Financial Statements, incorporated by reference herein, and in the sub-section entitled “Recent Developments” in the section entitled “Stellantis” of this Base Prospectus, none of the Issuers nor the Guarantor nor any other member of the Company is or has been involved in any legal, governmental or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuers or the Guarantor are aware) which is reasonably likely to have or have had in the 12 months preceding the date of this document a significant effect on the financial position or profitability of the Issuers, the Guarantor or the Company.”

General Information

Neither Stellantis’ website nor its content form part of this Supplement. Copies of all documents incorporated by reference in the Base Prospectus can be obtained free of charge from the registered office of Stellantis or FCFE and at the offices of the paying agents. Non-incorporated parts of any document are either not relevant for an investor or are covered elsewhere in the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, such statements described in clause (b) will be deemed to be superseded by such statements described in clause (a).

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus, which is capable of affecting the assessment of Notes issued under the Programme, has arisen or been noted, as the case may be, since the publication of the Base Prospectus.